

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Re: D.I. 1716

**CERTIFICATE OF NO OBJECTION REGARDING THE GAZZO PARTIES’
MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE FILING
UNDER SEAL OF THE GAZZO PARTIES’ MOTION FOR AN ORDER (I)
DETERMINING ESCROWED FUNDS TO BE NON-ESTATE PROPERTY AND
COMPELLING DISBURSEMENT; (II) GRANTING, IN THE ALTERNATIVE, AN
ADMINISTRATIVE EXPENSE CLAIM AND PAYMENT FROM ESCROWED FUNDS;
AND (III) GRANTING RELATED RELIEF**

The undersigned hereby certifies that, on July 10, 2025, Joseph Gazzo, MMS Group, LLC, Bi-Rite Holdings, LLC, Buddy’s Rollco LLC, 1st Choice Home Furnishings of Donaldsonville, L.L.C., and 1st Choice Home Furnishings of Baton Rouge, L.L.C., (collectively, the “Gazzo

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Parties”) filed *The Gazzo Parties’ Motion for Entry of an Order Authorizing the Filing Under Seal of the Gazzo Parties’ Motion for an Order (I) Determining Escrowed Funds to be Non-Estate Property and Compelling Disbursement; (II) Granting, in the Alternative, an Administrative Expense Claim and Payment From Escrowed Funds; and (III) Granting Related Relief* [DI 1716] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). Attached to the Motion as Exhibit A was a proposed form of order approving the relief requested in the Motion (the “Proposed Order”). Any objection or response to the Motion was to be filed and served so as to be received by no later than July 24, 2025 at 4:00 p.m. (ET).

The undersigned further certifies that they have reviewed the Court’s docket in these cases and no answer, objection, or other responsive pleading to the Motion appears thereon, nor has the undersigned received any informal responses to the Motion.

The Gazzo Parties therefore respectfully request that the Proposed Order attached hereto as Exhibit A, which is materially in the same form filed with the Motion, be entered at the earliest convenience of the Court.

Dated: July 25, 2025
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

By: /s/ Marcy J. McLaughlin Smith

Matthew P. Ward (Del. Bar No. 4471)
Lisa Bittle Tancredi (Del. Bar No. 4657)
Marcy J. McLaughlin Smith (Del. Bar No. 6184)
1313 North Market Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 252-4320
Facsimile: (302) 252-4330
Email: matthew.ward@wbd-us.com
lisa.tancredi@wbd-us.com
marcy.smith@wbd-us.com

Counsel for the Gazzo Parties